

Presentment Date and Time: September 15, 2016 at 4:00 p.m. (ET)

Objection Date and Time: September 12, 2016 at 4:00 p.m. (ET)

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*Counsel to the Debtors
and Debtors in Possession*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
Gawker Media LLC, <i>et al.</i> , ¹	:	Case No. 16-11700 (SMB)
	:	
Debtors.	:	(Jointly Administered)
	:	
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**NOTICE OF PRESENTMENT OF DEBTORS' APPLICATION PURSUANT TO
SECTIONS 327(e), 328(a), AND 330 OF THE BANKRUPTCY CODE, BANKRUPTCY
RULES 2014 AND 2016, AND LOCAL RULES 2014-1 AND 2016-1 FOR ENTRY OF AN
ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF AKIN GUMP
STRAUSS HAUER & FELD LLP AS SPECIAL COUNSEL TO THE SPECIAL
COMMITTEE OF THE BOARD OF GAWKER MEDIA GROUP, INC. EFFECTIVE
NUNC PRO TUNC TO AUGUST 3, 2016**

PLEASE TAKE NOTICE that upon the annexed Application (the "Application"), a copy of which is attached hereto, of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order authorizing the Debtors to retain and employ Akin Gump Strauss Hauer & Feld LLP as special counsel to the Special Committee of the Board of Gawker Media Group, Inc. ("GMGI"), effective *nunc pro tunc* to August 3, 2016, the

¹ The last four digits of the taxpayer identification number of the debtors are: Gawker Media LLC (0492); Gawker Media Group, Inc. (3231); and Kinja Kft. (5056). The offices of Gawker Media LLC and Gawker Media Group, Inc. are located at 114 Fifth Avenue, 2d Floor, New York, NY 10011. Kinja Kft.'s offices are located at Andrássy út 66. 1062 Budapest, Hungary.

undersigned will present the *Order Authorizing the Debtors' Retention and Employment of Akin Gump Strauss Hauer & Feld LLP as Special Counsel to the Special Committee of the Board of Gawker Media Group, Inc. effective nunc pro tunc to August 3, 2016*, substantially in the form annexed to the Application as **Exhibit A** (the "Proposed Order") for signature to the Honorable Stuart M. Bernstein of the United States Bankruptcy Court for the Southern District of New York (the "Court"), in Room 723, One Bowling Green, New York, New York 10004-1408, on **September 13, 2016 at 10:00 a.m.** (prevailing Eastern Time).

PLEASE TAKE FURTHER NOTICE that responses or objections to the Application and the relief requested therein, if any, shall be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, shall set forth the basis for the response or objection and the specific grounds therefore, and shall be filed with the Court electronically in accordance with General Order M-399 by registered users of the Court's case filing system (the User's Manual for the Electronic Case Filing System can be found at <http://www.nysb.uscourts.gov>, the official website for the Court), with a hard copy delivered directly to chambers and served so as to be actually received no later than **September 12, 2016 at 4:00 p.m.** (prevailing Eastern Time) (the "Objection Deadline"), upon: (i) the Debtors, Gawker Media LLC, 114 Fifth Avenue, 2d Floor, New York, NY 10011, Attn. Heather Dietrick (heather@gawker.com); (ii) counsel for the Debtors, Ropes & Gray LLP, 1211 Avenue of the Americas, New York, NY 10036, Attn: Gregg M. Galardi (gregg.galardi@ropesgray.com); (iii) the Office of the United States Trustee for the Southern District of New York, 201 Varick Street, Suite 1006, New York, NY 10014, Attn: Greg Zipes & Susan Arbeit; (iv) the Internal Revenue Service; (v) the United States Attorney for the Southern District of New York; (vi) counsel to the Official Committee of Unsecured Creditors, Simpson

Thacher & Bartlett, 425 Lexington Avenue, New York, NY 10017, Attn: Sandy Qusba (squsba@stblaw.com) and William T. Russell (wrussell@stblaw.com); (vii) counsel to US VC Partners LP, as Prepetition Second Lien Lender, Latham & Watkins LLP, 330 North Wabash Avenue, Suite 2800, Chicago, IL 60611, Attn: David Heller (david.heller@lw.com) & Keith A. Simon, 885 Third Avenue, New York, New York 10022, Attn: Keith A. Simon (keith.simon@lw.com); (viii) counsel to Cerberus Business Finance, LLC, as DIP Lender, Schulte Roth & Zabel LLP, 919 Third Avenue, New York, New York 10022, Attn: Adam C. Harris (adam.harris@srz.com); (ix) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036, Attn: Ira S. Dizengoff (idizengoff@akingump.com) and Rachel Ehrlich Albanese (ralbanese@akingump.com); and (x) those persons who have formally appeared and requested service in these cases pursuant to Bankruptcy Rule 2002.

PLEASE TAKE FURTHER NOTICE that a copy of the Application may be obtained free of charge by visiting the website of Prime Clerk LLC at <https://cases.primeclerk.com/gawker>. You may also obtain copies of any pleadings by visiting the Court's website at <http://www.nysb.uscourts.gov> in accordance with the procedures and fees set forth therein.

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PLEASE TAKE FURTHER NOTICE that if no objections or other responses are timely filed and served with respect to the Application, the requested relief in the Application may be granted without further notice or a hearing. If an objection is filed, you will be notified of a hearing to consider the requested relief.

Dated: August 31, 2016
New York, New York

/s/ Gregg M. Galardi
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Debtors in Possession*

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*Counsel to the Debtors
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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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Gawker Media LLC, <i>et al.</i> , ²	:	Case No. 16-11700 (SMB)
	:	
Debtors.	:	(Jointly Administered)
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**DEBTORS' APPLICATION PURSUANT TO SECTIONS 327(e), 328(a), AND 330
OF THE BANKRUPTCY CODE, BANKRUPTCY RULES 2014 AND 2016 AND
LOCAL RULES 2014-1 AND 2016-1 FOR ENTRY OF AN ORDER AUTHORIZING
THE RETENTION AND EMPLOYMENT OF AKIN GUMP STRAUSS HAUER &
FELD LLP AS SPECIAL COUNSEL TO SPECIAL COMMITTEE OF GAWKER
MEDIA GROUP, INC., EFFECTIVE NUNC PRO TUNC TO AUGUST 3, 2016**

Gawker Media LLC ("Gawker Media") and its affiliated debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors") respectfully submit this application (the "Application") for entry of an order, substantially in the form attached hereto as Exhibit A, authorizing the Debtors to retain Akin Gump Strauss Hauer & Feld LLP ("Akin Gump") as special counsel to the Special Committee (as defined below) of Gawker

² The last four digits of the taxpayer identification number of the debtors are: Gawker Media LLC (0492); Gawker Media Group, Inc. (3231); and Kinja Kft. (5056). The offices of Gawker Media LLC and Gawker Media Group, Inc. are located at 114 Fifth Avenue, 2d Floor, New York, NY 10011. Kinja Kft.'s offices are located at Andrássy út 66, 1062 Budapest, Hungary.

Media Group, Inc. (“GMGI”), effective *nunc pro tunc* to August 3, 2016, pursuant to sections 327(e), 328(a) and 330 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”). In support of the Application, the Debtors submit (i) the Declaration of Ira S. Dizengoff (the “Dizengoff Declaration”), attached hereto as Exhibit B, and (ii) the Declaration of William D. Holden (the “Holden Declaration”), attached hereto as Exhibit C and hereby incorporate by reference the Declaration of William D. Holden in Support of First Day Motions (the “First Day Declaration”) [Docket No. 7]. In further support of the Application, the Debtors respectfully represent as follows:

Jurisdiction

1. This Court has jurisdiction to consider and determine this application pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The legal predicates for the relief requested herein are Section 327(e), 328(a), 330 and 1107(b) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1.

Procedural Background

4. On June 10, 2016, Gawker Media filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. On June 12, 2016, Gawker Media Group, Inc. (“GMGI”) and Kinja Kft. (“Kinja”) each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

5. On June 16, 2016 the Court entered an order authorizing the joint administration and procedural consolidation of the Debtors' chapter 11 cases pursuant to Bankruptcy Rule 1015(b) [Docket No. 41].

6. On June 24, 2016, the United States Trustee for the Southern District of New York (the "U.S. Trustee") appointed the official committee of unsecured creditors (the "Committee"). No request for the appointment of a trustee or examiner has been made in these chapter 11 cases.

7. The Debtors are operating their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

8. The factual background regarding the Debtors, their business operations, their capital and debt structure, and the events leading up to the filing of these Chapter 11 Cases are set forth in detail in the First Day Declaration.

Relief Requested

9. The Debtors seek an order of this Court, pursuant to Sections 327(e), 328(a) and 330 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1, authorizing the Debtors to employ and retain Akin Gump, *nunc pro tunc* to August 3, 2016. The Debtors request that the Court approve the employment of Akin Gump as special counsel to the Special Committee of the Board of GMGI, as more fully described herein and in accordance with the proposed Order submitted herewith, to provide legal services in furtherance of providing the Special Committee with counsel to address the Potentially Interested Matters (as defined below), to the extent determined by the Special Committee. For the reasons set forth below, the Debtors submit that the relief requested is in the best interest of the Debtors, their estates, their creditors, stakeholders, and other parties in interest, and therefore, should be granted.

Retention of Akin Gump

10. Certain members of the board of directors of GMGI (the “Board”) informed the Board that they may have interests in the allocation of purchase price between the estates, the enforceability of intercompany obligations between the estates, and litigation by certain creditors (the “Potentially Interested Matters”). The Board formed a special committee, consisting of one member of the Board, Mr. Scott Tillman (the “Special Committee”). The Board delegated to the Special Committee the authority of the full board to make decisions regarding the Potentially Interested Matters. The Special Committee has retained Akin Gump to provide advice, as determined necessary by the Special Committee, regarding the Potentially Interested Matters. In addition to Akin Gump’s internationally respected transactional, litigation and restructuring practices, the attorneys at Akin Gump who will work on this matter have extensive involvement in risk management, first amendment and appellate matters. Akin Gump has not represented Mr. Tillman, as the sole member of the Special Committee, in the last 12 months.

11. The Debtors seek to retain Akin Gump to perform services on behalf of the Special Committee (collectively, the “Services”) including, but not limited to, evaluating litigation risks and assisting the Special Committee in carrying out its duties in respect of the Potentially Interested Matters. Akin Gump will be special counsel only to the Special Committee. Although Akin Gump does not anticipate any duplication of services in light of its narrow engagement for the Special Committee, Akin Gump will work with the Debtors’ professionals to ensure that the Services it provides to the Special Committee are not duplicative of any work performed by any of the Debtors’ professionals.

12. The Debtors respectfully submit that Akin Gump is well-qualified and uniquely able to provide the Services in an efficient and cost-effective manner, and Akin Gump’s

retention as special counsel to the Special Committee is in the best interests of the Debtors and their estates.

No Adverse Interest

13. To the best of the Debtors' knowledge and based upon the Dizengoff Declaration, Akin Gump has not represented, nor does it now represent, any interest adverse to the Debtors with respect to the matters on which it is to be employed. If any new facts or circumstances are discovered, Akin Gump will supplement its disclosure to the Court.

14. Subject to Court approval, and in accordance with section 330(a) of the Bankruptcy Code and the United States Trustee's Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses (the "Fee Guidelines"), and the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the "Interim Compensation Order") [Docket No. 94], and as set forth in the Dizengoff Declaration, the Debtors propose to compensate Akin Gump on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by Akin Gump according to its customary reimbursement policies. Akin Gump's hourly rates, subject to periodic adjustments, with respect to those Akin Gump lawyers currently expected to provide the Services, subject to change from time to time, are as follows:

ATTORNEY	POSITION / DEPARTMENT	HOURLY RATE
Prakash H. Mehta	Partner / Corporate Department	\$1,250.00
Ira S. Dizengoff	Partner / Financial Restructuring Department	\$1,325.00
Rachel Ehrlich Albanese	Senior Counsel / Financial Restructuring Department	\$875.00

15. Akin Gump will maintain detailed, contemporaneous records of time and any actual and necessary expenses incurred in connection with the rendering of the legal services described above by category and nature of services rendered, consistent with the Fee Guidelines and the Interim Compensation Order.

16. Akin Gump will be entitled to participate in any carve-outs for the benefit of the Debtors' professionals that may be available in these cases.

STATEMENT REGARDING U.S. TRUSTEE GUIDELINES

17. The following information is provided in response to the request for additional information set forth in Paragraph D.1. of the U.S. Trustee Guidelines:

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Answer: No.

Question: Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

Answer: No.

Question: If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

Answer: Not applicable.

Question: Has your client approved your prospective budget and staffing plan, and, if so for what budget period?

Answer: Akin Gump and the Debtors are currently working on a budget and staffing plan for Akin Gump's work for the Debtors. The budget contemplates that Akin Gump will work with the Special Committee in guiding it as to the Potentially Interested Matters. The budget necessarily will involve a projection of future events with limited information and is subject to change as the case develops.

Basis for Relief

18. Section 327(e) of the Bankruptcy Code authorizes a debtor in possession to employ one or more attorneys to represent the debtor on specified matters so long as those attorneys do not represent or hold any interest adverse to the debtor or to the estate with respect to the matter on which they are to be employed. See 11 U.S.C. § 327(e).

19. Section 328(a) of the Bankruptcy Code authorizes the employment of a professional person “on any reasonable terms and conditions of employment, including on a retainer [or] on an hourly basis . . .” 11 U.S.C. § 328(a).

20. Akin Gump is disinterested and qualified to be retained under section 327(e) because it does not have an “interest adverse to the debtor or to the estate with respect to the matter on which [it] is to be employed.” See 11 U.S.C. § 327(e); *Bank of Brussels Lambert v. Coan (In re AroChem Corp.)*, 176 F.3d 610, 622 (2d Cir. 1992).

21. Finally, *nunc pro tunc* relief is appropriate here. Since August 3, 2016, Akin Gump has been advising the Special Committee and assisting it in respect of the Potentially Interested Matters. In addition, this was the active period of the auction and sale. The Debtors respectfully submit that the filing of this Application is appropriate and timely under the circumstances, so as to justify *nunc pro tunc* relief.

22. For the reasons set forth in this Application, the Dizengoff Declaration and the Holden Declaration, the Debtors submit that Akin Gump’s retention and employment satisfies section 327(e) and this Application should be approved as in the best interests of the Debtors and their estates.

Waiver of Stay

23. To the extent applicable, the Debtors also request that the Court waive the stay imposed by Bankruptcy Rule 6004(h), which provides that “[a]n order authorizing the use, sale,

or lease of property other than cash collateral is stayed until the expiration of 14 days after entry of the order, unless the Court orders otherwise.” Fed. R. Bankr. P. 6004(h). As described above, the relief that the Debtors seek in this Application will assist the Debtors in preserving value for their estates and creditors by providing the Special Committee with counsel to address the Potentially Interested Matters to the extent the Special Committee deems necessary. Accordingly, the Debtors respectfully request that the Court waive the fourteen-day stay imposed by Bankruptcy Rule 6004(h), as the need for the relief sought herein justifies immediate relief.

Notice

24. Notice of this Motion has been provided in conformity with the *Order Establishing Certain Notice, Case Management, and Administrative Procedures and Omnibus Hearing Dates* [Docket No. 93]. In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

WHEREFORE, the Debtors respectfully request that this Court enter an Order (a) authorizing the Debtors to retain Akin Gump as special counsel to the Special Committee of the Board, *nunc pro tunc* to August 3, 2016, for the purposes and upon the terms as set forth herein; and (b) granting to the Debtors such other and further relief as may be just or proper.

Dated: August 31, 2016
New York, New York

/s/ Gregg M. Galardi
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jonathan.agudelo@ropesgray.com

Exhibit A

Proposed Order

Exhibit A

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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Gawker Media LLC, <i>et al.</i> , ¹	:	Case No. 16-11700 (SMB)
	:	
Debtors.	:	(Jointly Administered)
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**ORDER AUTHORIZING THE DEBTORS' RETENTION AND EMPLOYMENT
OF AKIN GUMP STRAUSS HAUER & FELD LLP AS SPECIAL COUNSEL
TO THE SPECIAL COMMITTEE OF THE BOARD OF GAWKER MEDIA
GROUP, INC. EFFECTIVE NUNC PRO TUNC TO AUGUST 3, 2016**

Upon the application (the "Application")² of the Debtors for an Order, pursuant to sections 327(e), 328(a), and 330 of title 11 of the United States Code (the "Bankruptcy Code"), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the "Local Rules") authorizing the employment of Akin Gump Strauss Hauer & Feld LLP ("Akin Gump") as special counsel to the Special Committee of GMGI, effective *nunc pro tunc* to August 3, 2016; and upon the First Day Declaration, the Dizengoff Declaration and the Holden Declaration; and the Court having reviewed the Application, the First Day Declaration, the Dizengoff Declaration and the Holden Declaration; and the Court being satisfied with the representations made in the Application and the Dizengoff Declaration that Akin Gump represents no interest adverse to the Debtors with respect to the matters on which Akin Gump will be employed, that its employment is necessary and in the best interests of the Debtors'

¹ The last four digits of the taxpayer identification number of the debtors are: Gawker Media LLC (0492); Gawker Media Group, Inc. (3231); and Kinja Kft. (5056). The offices of Gawker Media LLC and Gawker Media Group, Inc. are located at 114 Fifth Avenue, 2d Floor, New York, NY 10011. Kinja Kft.'s offices are located at Andrassy ut 66. 1062 Budapest, Hungary.

² Capitalized terms used herein but not otherwise defined shall have the meaning ascribed to such terms in the Application.

estates, creditors, and other parties in interest; and it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it further appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and due and sufficient notice of the Application having been given under the particular circumstances; and it appearing that no other or further notice need be provided; and upon the record herein; and after due deliberation thereon; and sufficient cause appearing therefor, it is hereby ORDERED THAT,

1. The Application is GRANTED as set forth herein.
2. Pursuant to Bankruptcy Code sections 327(e), 328(a) and 330, the Debtors, as debtors and debtors in possession, are authorized to employ and retain Akin Gump as special counsel to the Special Committee of the Board of GMGI, effective *nunc pro tunc* to August 3, 2016, in accordance with the Application, the Dizengoff Declaration, the Holden Declaration, and this Order, to perform the Services.
3. To the extent any of the Application, the Dizengoff Declaration, or the Holden Declaration is inconsistent with this Order, the terms of this Order shall govern.
4. Akin Gump shall be compensated in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the "Interim Compensation Order") [Docket No. 94] and shall be entitled to participate in any carve-outs for the benefit of the Debtors' professionals that may be available in these cases; provided, however, that Akin Gump shall be permitted to redact the time entries submitted to parties other than the Court and the United States Trustee in connection with their Monthly Fee Statements to remove information protected by the attorney-client privilege,

attorney work-product doctrine or other applicable privileges, as determined by Akin Gump in its sole discretion.

5. Prior to any increases in Akin Gump's rates, Akin Gump shall file a supplemental affidavit with the Court and provide ten business days' notice to the Debtors, the United States Trustee and the Official Committee of Unsecured Creditors, which supplemental affidavit shall explain the basis for the requested rate increases in accordance with Section 330(a)(3)(F) of the Bankruptcy Code and state whether the Debtors have consented to the rate increase. The United States Trustee retains all rights to object to any rate increase on all grounds including, but not limited to, the reasonableness standard provided for in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to Section 330 of the Bankruptcy Code.

6. Notwithstanding any stay that might be imposed by Bankruptcy Rule 6004(h), this Order shall be effective and enforceable immediately upon entry hereof.

7. Notwithstanding any otherwise applicable provisions to the contrary, during the pendency of the retention authorized herein, Akin Gump will not represent present or future clients of Akin Gump on matters adverse to the Debtors in these cases.

8. The Debtors are authorized and empowered to take all actions they deem necessary to implement the relief granted in this Order.

9. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

Dated: _____, 2016
New York, New York

HONORABLE STUART M. BERNSTEIN
UNITED STATES BANKRUPTCY JUDGE

Exhibit B

Dizengoff Declaration

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
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Gawker Media LLC, *et al.*,¹ : Case No. 16-11700 (SMB)
:
Debtors. : (Jointly Administered)
:
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**DECLARATION OF IRA S. DIZENGOFF IN SUPPORT OF DEBTORS’
APPLICATION PURSUANT TO SECTIONS 327(e), 328(a), AND 330
OF THE BANKRUPTCY CODE, BANKRUPTCY RULES 2014 AND 2016
AND LOCAL RULES 2014-1 AND 2016-1 FOR ENTRY OF AN ORDER
AUTHORIZING THE RETENTION AND EMPLOYMENT OF AKIN GUMP
STRAUSS HAUER & FELD LLP AS SPECIAL COUNSEL TO THE SPECIAL
COMMITTEE OF THE BOARD OF GAWKER MEDIA GROUP, INC.,
EFFECTIVE NUNC PRO TUNC TO AUGUST 3, 2016**

I, Ira S. Dizengoff, pursuant to 28 U.S.C. § 1746, hereby declare that the following is true to the best of my knowledge, information, and belief:

1. I am a partner at Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”) and duly authorized to make this Declaration on behalf of Akin Gump. I make this Declaration in support of the application (the “Application”)² of the Debtors for an order, pursuant to Bankruptcy Code sections 327(e), 328(a), and 330, Bankruptcy Rules 2014(a) and 2016, and Local Rules 2014-1 and 2016-1 authorizing the employment of Akin Gump as special counsel to the Special Committee of GMGI, effective *nunc pro tunc* to August 3, 2016. I am admitted and in good standing to practice law in the State of New York and before the United States District Court for the Southern District of New York.

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² Capitalized terms used herein but not otherwise defined shall have the meaning ascribed to such terms in the Application.

Debtors' Retention of Akin Gump as Special Counsel to the Special Committee

2. Pursuant to the Application, the Debtors seek authority to retain Akin Gump, *nunc pro tunc* to August 3, 2016, as special counsel to the Special Committee.

3. Akin Gump is well-qualified to serve as special counsel to the Special Committee and to render the Services in these cases. In addition to Akin Gump's internationally respected transactional, litigation and restructuring practices, the attorneys at Akin Gump who will work on this matter have extensive involvement in risk management, first amendment and appellate matters. Akin Gump will bring these skills to bear in assisting the Special Committee in respect of the Potentially Interested Matters. Accordingly, Akin Gump's knowledge and expertise qualifies it to represent the Special Committee in furtherance of the interests of the Debtors' estates and creditors. Akin Gump has not represented Mr. Tillman, as the sole member of the Special Committee, in the last 12 months.

25. In addition, Akin Gump will be special counsel only to the Special Committee; it will not be acting for the Debtors. Although Akin Gump does not anticipate any duplication of services in light of its narrow engagement for the Special Committee, Akin Gump will work with the Debtors' professionals to ensure that the Services it provides to the Special Committee are not duplicative of any work performed by any of the Debtors' professionals.

Disclosures of Akin Gump

26. In connection with its proposed retention under section 327(e) of the Bankruptcy Code, Akin Gump searched its client/matter records for references to any of the Debtors or individuals and entities that may be parties in interest in these chapter 11 cases, as listed on Schedule 1 hereto, to determine whether it had any conflicts or other connections that might cause it to hold or represent an interest adverse to the Debtors with respect to the matters on which Akin Gump is to be employed.

27. In addition, I caused to be sent a general inquiry to all Akin Gump partners and employees by electronic mail to determine if any such person (i) owns or recently owned stock in any of the Debtors, (ii) holds a claim against any of the Debtors, or (iii) has ever been an officer, director, or employee of any of the Debtors. No affirmative responses were received.

28. Akin Gump employs more than 900 lawyers and advisors in 21 offices around the world. It has a large and diversified legal practice that encompasses the representation of many financial institutions and commercial corporations, among other individuals and entities. Some of these individuals and entities are, or may consider themselves to be, creditors or parties in interest in the Debtors' chapter 11 cases or to otherwise have interests in these cases. As set forth on Schedule 2 hereto, Akin Gump currently represents or has in the past represented the persons or entities listed among the interested parties (or their affiliates) in matters unrelated to the chapter 11 cases and the Services for which Akin Gump is to be retained.

29. Further, Akin Gump, its partners, and/or its employees:

- a. may have appeared in the past, and may appear in the future, in other cases unrelated to these cases or unrelated to the Services for which Akin Gump is to be retained where the Debtors' creditors or other parties with an interest in the Debtors may be involved;
- b. may represent, or may have represented, certain of the Debtors' creditors or other parties with an interest in the Debtors in matters that are unrelated to these chapter 11 cases or unrelated to the Services for which Akin Gump is to be retained; and
- c. may have had dealings with creditors or other parties with an interest in the Debtors that are unrelated to these chapter 11 cases or unrelated to the Services for which Akin Gump is to be retained.

30. The proposed engagement of Akin Gump is not prohibited by Bankruptcy Rule 5002.

31. Akin Gump is confident based on its diligence that it does not have any further disclosures to make in connection with this proposed representation. However, despite the

efforts described above, if Akin Gump discovers additional information that it determines to be worthy of disclosure, it will submit a supplemental declaration to the Court containing such additional information.

32. To the best of my knowledge, information, and belief, Akin Gump does not represent or hold any interest adverse to the Debtors or their estates with respect to the matters for which Akin Gump is proposed to be retained. Accordingly, I believe that Akin Gump satisfies the requirements for employment as special counsel pursuant to section 327(e) of the Bankruptcy Code.

Professional Compensation

33. Subject to the Court's approval, Akin Gump will charge for its services on an hourly basis in one-tenth hour (.1) increments. Akin Gump will likely incur expenses in connection with its engagement. It is Akin Gump's general policy to charge its clients in all areas of practice for all other expenses incurred in connection with a client's case. Akin Gump will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to its other clients and at actual cost or an estimated actual cost where the actual cost is difficult to determine. Akin Gump believes that it is fairer to charge these expenses to the particular client rather than increasing hourly rates uniformly and spreading the expenses among all clients. Akin Gump does not currently hold a retainer from the Debtors.

34. Akin Gump intends to apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with this chapter 11 case in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the United States Trustee's Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses (the "Fee Guidelines"), and the Order Establishing Procedures for

Interim Compensation and Reimbursement of Expenses of Professionals (the “Interim Compensation Order”) [Docket No. 94].

35. Subject to attorney-client privilege limitations, Akin Gump also intends to make a reasonable effort to comply with the U.S. Trustee’s requests for information and additional disclosures as set forth in the U.S. Trustee Guidelines, both in connection with the Application and fee applications to be filed by Akin Gump in these chapter 11 cases. Notwithstanding the foregoing, Akin Gump reserves the right to ask for exceptions to any such rules and guidelines to the extent it deems appropriate under the circumstances.

STATEMENT REGARDING U.S. TRUSTEE GUIDELINES

36. The following information is provided in response to the request for additional information set forth in Paragraph D.1. of the U.S. Trustee Guidelines:

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Answer: No.

Question: Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

Answer: No.

Question: If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

Answer: Not applicable.

Question: Has your client approved your prospective budget and staffing plan, and, if so for what budget period?

Answer: Akin Gump and the Debtors are currently working on a budget and staffing plan for Akin Gump’s work for the Debtors. The budget contemplates that Akin Gump will work with the Special Committee in guiding it as to the Potentially Interested Matters to the extent the Special Committee deems necessary. The budget necessarily will involve a projection of future events with limited information and is subject to change as the case develops.

37. No promises have been received by Akin Gump, or any partner, counsel, or associate of Akin Gump, as to payment or compensation in connection with these chapter 11 cases other than in accordance with the provisions of the U.S. Trustee Guidelines.

38. Akin Gump has not shared or agreed to share any of its compensation from the Debtors with any person, other than with partners, counsel, associates, or other employees of Akin Gump as permitted by section 504 of the Bankruptcy Code.

39. Akin Gump will use reasonable efforts to coordinate with the Debtors' other retained professionals to avoid any unnecessary duplication of services.

I declare under penalty of perjury that, to the best of my knowledge and after reasonable inquiry, the foregoing is true and correct.

Executed this 31st day of August, 2016.

/s/ Ira S. Dizengoff
Ira S. Dizengoff

Schedule 1

Schedule of Search Parties

Debtors and Trade Names

Gawker Media Group, Inc.	Blogwire
Gawker Media LLC	Deadspin
Kinja Kft.	Defamer
Blogwire Hungary Intellectual Property Licensing LLC	Gawker
Blogwire Hungary Kft.	Gawker Stalker
Gawker.Com	Gizmodo
Blogwire Hungary Intellectual Property Licensing LLC	io9
Blogwire Hungary Kft.	Jalopnik
Curbed.com LLC	Jezebel
Gawker Sales LLC	Kinja
Gawker.Com	Kotaku
RGFREE	Lifehacker
Vox Media, Inc.	Sploid
	Valleywag

Current and Recent Former Directors and Officers

Albertson, Josh	Holden, William
Darbyshire, Gabrielle	Kidder, Scott
Denton, Nicholas	Plunkett, Thomas
Dietrick, Heather	Szasz, Peter
Epstein, Jason	Tillman, Scott
Fette, Ian	Weinbrecht, Adrian

Potential Contract Counterparties

114 Fifth Avenue Ground Lessee LLC	Adtech US, Inc.
114 Fifth Owner LP	Aegon Magyarország Zrt.
204-210 Elizabeth Street LLC c/o S.W. Management LLC	AGIS Fire & Security Kft.
204-210 Elizabeth Street LLC	AIG
3293 Pacific LLC	Alan Henry
A Mediocre Corporation	Alan Kwon
A Small Orange, LLC.	Albert Burneko
A9.com, Inc.	Aleksander Chan
Access Intelligence, LLC	Alex Cranz
Adam Clark Estes	Alex Dickinson
Adam Pash	Alex Pareene
Adam Weinstein	Alexandra Cannon
Ad-Juster, Inc.	Alexandra Philippides
Admeld, LLC	Alexandre Dohrmann
Adsfactor Holdings Limited	Alissa Walker
AdSlot Technologies, LTD.	All You Can Move SportPass Europe
	Allison Jones

Allison Wentz
Allure Media Pty Limited
AM Lab Americas, LLC.
Amanda Marandola
Amazon Services LLC
Amazon Web Services, Inc.
Amazon.com, Inc.
Anastasia Weeks
Andrassy Palota Ingatlanfogalmazó Kft.
Andrea Park
Andrew Collins
Andrew Cush
Andrew Gorenstein
Andrew Harding
Andy Orin
Angela Alzona
Angela Wang
Anna Merlan
Anthony Carnevale
Anthony Hack
AOL Advertising Inc.
Ariana Cohen
Ariel Viera
Ashley Feinberg
Ashton Galloway
Atlantic Metro Communications II, Inc.
Attila Illes
Ava Gyurina
Balazs Keki
BarkBox, Inc.
Barry Petchesky
Ben Regenspan
BlueApron.com
Brainy Labs, LLC
Brandon McCoy
Brendan O'Connor
Bridget Brown
Bryan Lufkin
Bryan Menegus
C&G Group Kft c/o Brody House Group
Cadreon, LLC
Caitleen Weaver
Camila Cabrer
Camilla Baker
Casey Speer
Casper Sleep Inc.

Catherine LeClair
Cecilia D'Anastasio
Chad Bernstein
Chelsey Hoffman
Cheryl Eddy
Chris Neveu
Chris Person
Chris Vespoli
Christina Blacken
ClickMeter
ClickStream
Cloudinary Ltd.
Clover Hope
ClubW
Colleen McMillan
Colliers International
Colliers International Kft.
Colliers Nemzetközi Ingatlanüzemeltető és
Közvetítő Kft.
Combat Flip Flops, LLC.
Comic Cartel
ComScore, Inc.
Corporate Communications Bt.
Courtenay O'Connor
Daniel Morgan
Darren Orf
Dashlane Inc.
DataGram
Datagram Incorporated
Dave McKenna
David Tracy
Dayna Evans
Devin Clark
Diana Moskovitz
Diane Kelly
Diego Pineda
DineInFresh, Inc. dba Plated
Dollar Shave Club, Inc.
DoubleClick
Dr. Torzsa Peter Bt.
DreamHost
Drew Magary
Driftaway Inc.
Earnest Inc.
Eleanor Shechet
Elisa Solinas

Emily Ambruso
Emily Herzig
Emma Carmichael
Emprese Cedente
Eric Goldfarb
Eric Ravenscraft
Erika Audie
Erin Gloria Ryan
Erin Pettigrew
Esther Inglis-Arkell
Ethan Sommer
Evan Narcisse
Eyal Ebel
F451
F451 fka Spicy Media Editora Ltda
F451 Media Editora Ltda.
Fabiola Lara
Facebook Ireland Limited
Facebook, Inc.
Fastly, Inc.
Federal Insurance Company
Fluxmob, LLC.
Framebridge, Inc.
Fritzie Andrade
Future Publishing Limited
Gabrielle Bluestone
GeekFuel, LLC.
Germain Lussier
Giri Nathan
Globalway Participacoes Ltda.
Gloria Clark
Google Inc.
Gorilla Nation Media, LLC
Grace Robertson
Graze Inc.
Green Fox Academy
Greg Howard
Greg Lopez
GroupDynamics Kft
Gunnar Optiks
Gyorgy Bokros
Hajtas Pajtas Kft.
Handy.com
Hannah Keyser
Happy Socks
Heather Dietrick

Heather Hynes
Heidi Grothaus
HelloFresh
Hillary Crosley
Hostgator.com, LLC
Huckberry
Hunter Slaton
Ian Fette
IDrive Inc.
Ilona Bilevych
Incisive Ltd
Incisive VNU Limited dba Incisive Incisive
Ltd.
Incisive VNU Ltd
Index Exchange Inc.
Infobahn Inc.
Integral Ad Science, Inc.
IseeQ Kft.
J.K Trotter
Jake Infrerra
Jalovszky Law
James Bartus
James Bit Design
James Delgiudice
Jamie Weber
JapanCrate
Jared Auslander
Jason Parham
Jason Schreier
Jason Torchinsky
Jay Hathaway
Jeffrey Hilder
Jennifer Ouellette
Jia Tolentino
Jillian Marie Lucas
Jim Boos
Jim Cooke
Joanna Rothkopf
Joel Johnson
John Appel
John Cook
John Gelini
Jordan Sargent
Josh Bottino
Josh Laurito
Joshua Albertson

Judy Steinbach
Julia Alvidrez
Julian Muller
Julianne Escobedo Shepherd
Jung Sin
Justin Cross
Justin Potter
JW Player / LongTail Ad Solutions, Inc.
Kaila Hale-Stern
Kanwar Gill
Kara Brown
Kargo Global, Inc.
Karma Mobility Inc.
Kate Dries
Kate Knibbs
Kate Lovejoy
Katharine Trendacosta
Kathryn McGinnis
Katie Drummond
Kavitha Reddy
Kelly Conaboy
Kelly Faircloth
Kelly Monson
Kelly Stout
Kerrie Uthoff
Kevin Draper
Kid Thursday LLC., dba Staus Audio
Kirk Hamilton
Kixer
Kolozsvari Timea
Kravitha Reddy
KruX Digital, Inc.
Lacey Donohue
Lauren Bertolini
Leah Beckmann
Leah Finnegan
LendingTree, LLC.
Lindsay Chipman
Lindsey Jaffe
Lisa Bolano
LiveIntent, Inc.
LiveRail, Inc.
LOLA
Lucy Haller
Madeleine Davies
Madeleine Stone

Madison Plus Select, Inc.
Malcolm Read
Mandy Mandelstein
Margaret Taormina
Marina Galperina
Mario Aguilar
Maritza Sanche
Mark Weldon
Market Halsey Urban Renewal, LLC
MarkMonitor Inc.
Matt Hardigree
Matt Novak
Matthew Hamer
Matthew Kulper
Mediagene, Inc.
MediaGene, Inc. fka Infobahn, Inc.
MediaMind Technologies, Inc.
Megan Gilbert
Megbizott
Melissa Green
Melissa Murray
Merch Direct, LLC
Merchant Importacao, Exportacao e
Comercio, Ltda - ME
MeUndies
Mia Libby
Michael Fahey
Michael Kuntz
Michael Lindsay
Michael Nunez
Michael Orell
Michael Roselli
Michele LaFauci
Michelle Chiang
Mike Ballaban
Mikolaj Szabo
Ministry of Supply
Miranda Langrehr
Moat, Inc.
Mobiles Republic, Inc.
Mollie Horan
Moore Stephens Hezicomp Kft.
Mott & Bow
MoviePass
MVMT Watches
Nameaction Brasil Serv de Inter Ltda ME

NameAction Inc.	Robert Finger
Nandita Raghuram	Ryan Brown
Natasha Vargas-Cooper	S&T Consulting Hungary Kft.
Nathan Grayson	Sam Biddle
NatureBox	Sam Scherer
Nervora Digital Media Group, FZ-LLC	Sam Woolley
NetMediaEurope	Samantha Lagani
Netus Media Pty Limited dba Allure Media	Samer Kalaf
Pty LTD	Samuel Griffel
Nevora Digital Media Group	Sarah Dedewo
NewsCred, Inc.	Sarah Wiest
Nicholas Murphy	Scott Kidder
Nick Stango	Sean Buckley
Noble People	Sean MacDonald
OCP Collective Corp. dba Adcade, Inc.	SeatGeek
Omar Kardoudi	Shane Roberts
OnMarc Media	Shep McAllister
Operative Media, Inc.	Shopify
Oppenheim Ugyvedi Iroda	SimpleReach, Inc.
Opportune LLP	Skillshare, Inc.
Optimizely, Inc.	Skimbit Limited
Oriole Media Corporation dba Juice Mobile	SkimBit LTD.
Oscar Z. Ianello Associates, Inc.	SmartFX
Owen & Fred Corp.	SocialFlow, Inc.
Pacific Shaving Company	Sophie Kleeman
Parachute Home	Soundfreaq
Patricia Hernadez	Specless, LLC.
Patrick Ballester	Spicy Media Editora LTDA
Patrick Klepek	SpruceWares
Patrick Laffoon	Squarespace, Inc.
Patrick Redford	Stackcommerce
Paul Sundue	Staq, Inc.
PAX	Starcom SMG
Percona, Inc.	Stassa Edwards
Perfect World Entertainment	Stephanie Schrader
Peri Hochwald	Stephen Totilo
Pixel Media Asia Limited	Steve Climaco
Platinum Rye, LLC.	Steven Polletta
Pop Chart Lab	Stowawy Cosmetics
Poprageous	STS Meida, Inc.
Puja Patel	Stuart Cheshire
Quench USA, Inc.	Sultana Khan
Quip NYC Inc.	Superdry Wholesale, LLC
Rhone Apparel Inc.	Suzy Kuzy, LLC.
Riley MacLeod	Szolgaltato
Rob Harvilla	Taboola Inc.

Tamas Neltz
Tara Jacoby
Taylor Berman
Technorati, Inc.
Terra Networks Brasil S.A.
TGT
The Rubicon Project, Inc.
The Sasquatch Soap Co., LLC. dba Dr.
Squatch
The Status Audio
Thorin Klosowski
Tim Burke
Time Shred Services, Inc.
Times Internet Limited
Tom Ley
Tom Plunkett
Tom Scocca
Tommy Craggs
Toth Eva Nagykanizsa
Tremor Video, Inc.
UCMS Group Hungary Kft.

Insurers

Aegon Magyarorszag Zrt.
AIG Europe Limited
Dewitt Stern Group, Inc.
Federal Insurance Company
Hartford Casualty Insurance Company

Other Interested Parties

Cerberus Business Finance LLC
Houlihan Lokey, Inc.
K&H Bank
Latham & Watkins
Prime Clerk LLC
Riemer & Braunstein, LLP
Schulte Roth & Zabel LLP

Landlords

Andrassy Palota Ingatlanforgalmazó
Korlatolt Felelősségű Társaság

Litigants

Aulistar Mark
Andrew Hudson
Zachary Cianflone
Lindsay MaHarry

Udemy.com
Veronica de Souza
Victor Jeffreys
Viddler, Inc.
VNU Business Media Europe Limited
Waves Gear, LLC.
We Work
Wesley Siler
WeWork LA LLC
Whitson Gordon
William Arkin
William Haisley
William Turton
Wine Awesomeness
Wrights Media, LLC
Writers Guild of America, East
Yannick LeJacq
Zach Custer
Zachary Connett
Zoe Stahl

Hudson Insurance Company
National Union Fire Insurance Co. of
Pittsburgh PA
United Healthcare Insurance Company

Securities & Exchange Commission
Securities & Exchange Commission – NY
Office
Silicon Valley Bank
Sullivan & Cromwell LLP
US VC Partners LP

114 Fifth Owner LP

Katherine Castellana
Elizabeth Nadybal
Chelsea Lo Pinto
Tim Barribeau

Patrick Frawley
Elizabeth Weinbloom
Kristin Chan
Samuel Julian
Brian Colgan
Benjamin Dorson
Rachel Atwood
Michael Kennelly
Alyssa Berezna
Lily Newman

Professionals

Akerman LLP
Cahill Gordon & Reindel LLC
Citrin Cooperman & Co., LLP
Giskan Solotaroff & Anderson LLP
Goldin Solutions
Jalovszky Law Firm
John Duncan
Klasko Immigration Law Partners, LLP
Levine Sullivan Koch & Schulz, LLP
Maples & Calder

Shareholders

Albertson, Josh
Annis, Rose
Baker, Camie
Batty, Chris
Berman, Taylor
Bertolini, Lauren
Biddle, Sam
Blakeley, Richard Erand
Bluestone, Gabrielle
Bodnár, István
Brown, Ryan
Burke, Tim
Carmichael, Emma
Carmon, Irin
Chan, Casey
Climaco, Steve
Coen, Jessica
Cook, John
Cooke, Jim
Craggs, Tommy
Crecente, Brian
Curtis, Dustin
D'Addario, John
Darbyshire, Gaby

Kwame Opam
Terry Gene Bollea
Mitchell Williams
Meanith Huon
Ashley Terril
Charles Johnson and Got News, LLC
Teresa Thomas
Shiva Ayyadurai
Christopher Sadowski

Morrison Cohen LLP
Newmark & Co. Real Estate, Inc.
Oppenheim Law Firm
Opportune LLP
Proskauer Rose LLP
Ropes & Gray LLP
Trifolium LLC
Wilk Auslander
Zwillgen PLLC

Daulerio, Albert
DelGiudice, James
Denton, Nick
Diaz, Jesus
Dietrick, Heather
Dimmitt, Elizabeth
Dimmitt, Genevieve
Donohue, Lacey
Drummond, Katie
Duncan, John
Ebel, Eyal
Fette, Ian
Furman, Eliot, as custodian for Alexander
Tiberius Furman under the NYUTMA
Futrelle, Genevieve
George, Patrick
Georgopoulos, Steph
Giacoman, Gabriela
Gonzalez, Robert
Gorenstein, Andrew
Graham, Kevin
Greenmount Creek Limited
Grothaus, Heidi
Hale-Stern, Kaila

Hamer, Matt
Hardigree, Matt
Hathaway, Jay
Henry, Alan
Hilder, Jeff
Holmes, Anna
Jefferson, Whitney
Jeffries, Victor
Juzwiak, Rich
Kang, Daniel
Kéki, Balázs
Kidder, Scott
Knibbs, Katharine
Körtesi, Gáspár
Kozma, Jozsef
Lam, Brian
Laurito, Josh
Layne, Ken
Lehnhoff, Jim
Leitch, Will
Libby, Mia
Lisanti, Mark
Lopez, Greg
Ma, Jesse
Magary, Drew
Marchman, Tim
McAllister, Shep
McGill, Erin
McKenna, Dave
Mittelhammer, Eric
Morgan, Daniel
Nachlin, Jim
Neltz, Tamas
Nevins, Maxwell
Newitz, Annalee
Nolan, Hamilton
Novak, Matt
O'Connor, Courtenay
O'Connor, Maureen
Pareene, Alex
Parham, Jason
Pash, Adam
Petchesky, Barry

Petrány, Máté
Pettigrew, Erin
Plunkett, Tom
Popken, Ben
Price, John
Read, Malcom
Reddy, Kavi
Regenspan, Ben
Roberts, Shane
Robischon, Noah
Sargent, Jordan
Schreier, Jason
Schwartz, Diane
Schweizer, Julia
Scocca, Thomas
Sicha, Choire
Sommer, Ethan
Spinelli, Mike
Steele, Lockhart
Stein, Sadie
Sundue, Paul
Szász, Péter
Szatmári, András
Takayama, Greg
Taomina, Margaret
Tate, Ryan
Thomas, Owen
Tiku, Nitasha
Toder, Matthew
Totilo, Stephen
Trapani, Gina
Trotter, JK
Udvardi, Ramóna
US VC Partners LP
Vuong, Phillip
Walker, Alissa
Weaver, Caity
Weinstein, Adam
Wentz, Allison
Wert, Ray
Winkelman (Ortega), Samantha
Woerner, Meredith

Significant Customers

20th Century Fox	HTC Blinkfeed
360i	IBM
A9.com Inc. (Amazon Match Buy)	Indochino
Accordant Media	Initiative LA
Adslot	Initiative NY
Aegis Group	Interpublic Group of Companies
Alliance Games	iSocket, Inc.
Allure Media - GM	ITVS
Amazon	Kepler Group
Amazon Commerce Revenue	Ketchum
AOL One	Kovel Fuller
Asana (Customer)	Kruskopf & Company
Assembly	Liquid Advertising
Baru Advertising	LivWell
Blue Apron	Logmein.com
Blue Wheel Media	MarkLogic
Bluehost	McGarrah Jessee
Brigade Marketing	Me Undies
Casper	Mediagene Inc - US
Centro	Mediasmith
Cisco	Mediastorm, LLC
Cramer-Krasselt	Merkley and Partners
Criteo	MillerCoors
Crossmedia	MNI
Desk.com	MODCo Media
Dialect Inc	Mullen
DigitasLBi	NameCheap
Dollar Shave Club	Newscred
Draftkings	Nokia
Earnest	NVIDIA
Empowering Media LA	Omnicom Group
Empowering Media NY	Pereira & Odell
Essence	Petrol
f451 - US	PGR Media
Facebook	Protein
Factorylabs	Publicis Groupe
Fallon	R/West
Future Publishing Ltd (US)	Rachael Piper Consulting
General Mills, Inc.	Randomhouse
Google (BizDev)	RED Interactive Agency
Graze	Rodger's Townsend
Havas	RPA
Horizon Media	Rubicon
HostGator	Skillshare
Hover	Slack

Spacetime Media
SquareSpace
StackSocial
Status Audio
Sterling Rice Group
Superdry Wholesale LLC
Taboola (Biz Dev)
Tangible Media
TaxFyle
The Garage Team Mazda
TubeMogul
UCB

Udemy
Varidesk
Viewster.com
VOX Media - Curbed Investment
VSN
WavesGear
weBoost
Wieden & Kennedy
Wildcard Properties LLC
WPP
Wright's Media
Zeno Group

Significant Unsecured Creditors

Ad-Juster, Inc. (media)
ADP Workforce Now
Akerman LLP
Alex Palmer
Andrew Harding
AOL Advertising
Associated Press
Blane Bachelor
Brandtale
CDW Direct
Clouldinary Ltd.
Concur Technologies, Inc.
Corbis Corporation
Corey Foster
Creative Circle, LLC.
DataGram
DoubleVerify, Inc.
DRH Internet Inc
Equinox Fitness Clubs - Corp Accts
Fastly
Fried, Frank, Harris, Shriver & Jacobson
LLP
Getty Images
Giacco Furino
Google Inc. (DoubleClick)
Google, Inc. (Analytics)
Hunter Slaton
Ian Fette
Jelle Claeys Automotive Artwork
Joshua M Lees
JW Player (Longtail Ad Solutions, Inc.)

Katherine Fry
Kinja Accounts Payable
KruX Digital
L-Cut Digital Media, Inc.
Market Halsey Urban Renewal, LLC
Marlena Agency Inc.
Medialink
Merrill Communications, LLC
Metropolitan Cleaning, LLC
Moat Inc.
Morrison Cohen LLP
Newmark & Co. Real Estate, Inc.
Nick Wong Photography
NSONE Inc.
Operative Media, Inc
Optimizely, Inc.
Pacific Coast News
Plant Specialists LLC
QZZR
Redbooks
Risk Strategies Company
Shenker & Bonaparte, LLP
SimpleReach, Inc.
Sizmek Technologies Inc.
Specless
Staq, Inc.
Submarine Leisure Club, Inc. (Wirecutter)
Submersive Media
The Hartford
The Oliver Group
Viddler, Inc.

Significant Vendors

114 Fifth Avenue	Lay It Out, Inc.
ADP PayEx	Leiberts Royal Green Appliances Inc.
Advanced Electronic Solutions, Inc.	Lewis Rice LLC
AMA Consulting Engineers P.C.	LionTree Advisors LLC
AMEX Corporate GM - 01006	LJ Duffy, Inc.
Andrew Liszewski	Maples & Calder (GM LLC)
Apple Inc. (media)	NetRatings, LLC
Baby Llama Productions LLC	Netsuite, Inc.
Bajibot Media	NVE, Inc.
Big Mango, Inc.	OCP Collective Corp.
Bird & Bird LLP	Olson Kundig Architects
Brannock & Humphries	Olson Kundig Interiors
Cahill Gordon & Reindel LLP	OnMarc Media Inc.
Cannes Trip 2015	Opportune LLP
Catalyst	Redscout LLC
Cerberus Capital Management LP	Robert Half
ComScore Inc.	Ropes & Gray LLP
Con Edison (210)	Santa Monica Air Center, Inc.
CytexOne Technology, LLC	Structure Tone
Dynect, Inc	SW Management LLC
Emma C Lanigan (Cookson)	TangentVector, Inc.
Fidelity 401k	Tapestry Associates LLC
Harder Mirell & Abrams	Thomas & Locicero PL
Hatch Content, LLC	Treasury of the United States
HeartWork, Inc.	TrueForm Concrete, LLC
Houlihan Lokey	Veritas Pictures, Inc.
Howard Kennedy	Versus LLC
Inform Interiors	Vizu Corporation
Jesus Diaz (vendor)	Voya Financial 401K
Kforce Inc.	WB Wood NY
Kornhaber Brown, LLC	Young America Capital

Taxing Authorities

Internal Revenue Service
Budapesti Önkormányzat
Hungary National Tax Authority
New York City Department of Finance
New York State Commissioner of Taxation and Finance

U.S. Trustee and Key Court Personnel for the Southern District of New York

Cecilia G. Morris	Robert E. Grossman
James L. Garrity	Sean H. Lane
Martin Glenn	Shelley C. Chapman
Mary Kay Vyskocil	Stuart M. Bernstein
Michael E. Wiles	Alicia Leonhard
Robert D. Drain	Amanda Cassara

Andrea B. Schwartz
Andy Velez-Rivera
Shannon Scott
Brian S. Masumoto
Cheuk M. Ng
Danny A. Choy
Ercilia A. Mendoza
Greg M. Zipes
Guy A. Van Baalen
Ilusion Rodriguez
Kathleen Schmitt
Linda A. Riffkin
Lisa Penpraze

Maria Catapano
Mary V. Moroney
Myrna R. Fields
Nadkarni Joseph
Paul K. Schwartzberg
Richard C. Morrissey
Serene Nakano
Susan Arbeit
Susan Golden
Sylvester Sharp
Victor Abriano
William K. Harrington

Utilities

114 Fifth Avenue Ground Lessee
Atlantic Metro Communications
Benefit Resource, Inc.

Cogent Communications
Con Edison
ShoreTel Inc.

Employees and Independent Contractors

Asd Mario Aguilar
Joshua Albertson
Angelica Alzona
Fritzie Andrade
Erika Audie
Jared Auslander
Ilene Baker
Michael Ballaban
Patrick Ballester
Chad Bernstein
Lauren Bertolini
Sam Biddle
Ilona Bilevych
Christina Blacken
Gabrielle Bluestone
James Boos
Joshua Bottino
Robert Bricken
Ryan Brown
Kara Brown
Bridget Brown
Timothy Burke
Albert Burneko
Camila Cabrer
Alexandra Cannon
Emma Carmichael
Anthony Carnevale

Casey Chan
Michelle Chiang
Devin Clark
Gloria Clark
Steve Climaco
Ariana Cohen
Andrew Collins
Zachary Connett
John Cook
James Cooke
Alexandra Cranz
Hillary Crosley
Justin Cross
Andrew Cush
Zach Custer
Madeleine Davies
Maritza De Leon
Veronica de Souza
Sarah Dedewo
Ernest Deeb
Nick Denton
Alexander Dickinson
Heather Dietrick
Alexandre Dohrmann
Lacey Donohue
Kevin Draper
Kathryn Dries

Katherine Drummond
Eyal Ebel
Cheryl Eddy
Stassa Edwards
Adam Estes
Michael Fahey
Georgia Faircloth
Ashley Feinberg
Ian Fette
Robert Finger
Ashton Galloway-Taylor
Marina Galperina
John Gelini
Patrick George
Kanwar Gill
Ariel Gononsky
George Grayson
Melissa Green
Samuel Griffel
Heidi Grothaus
Ava Gyurina
Anthony Hack
William Haisley
Lucy Haller
Kirk Hamilton
Matt Hardigree
Andrew Harding
Alan Henry
Patricia Hernandez-Ramos
Emily Herzig
Clover Hope
Mollie Horan
Heather Hynes
Attila Illes
Jacob Inferrera
Victor Jeffreys
Richard Juzwiak
Samer Kalaf
Omar Kardoudi Segarra
Hannah Keyser
Sophie Kleeman
Patrick Klepek
Thorin Klosowski
Michele Lafauci
Patrick Laffoon
Samantha Lagani

Miranda Langrehr
Joshua Laurito
Catherine LeClair
Thomas Ley
Mia Libby
Michael Lindsay
Katelyn Lovejoy
Germain Lussier
Riley MacLeod
Andrew Magary
Amanda Mandelstein
Timothy Marchman
Alex Mason
Shepherd McAllister
Kathryn McGinnis
David McKenna
Colleen McMillan
Bryan Menegus
Anna Merlan
Maria Misra
Kelly Monson
Daniel Morgan
Diana Moskovitz
Julian Muller
Nick Murphy
Melissa Murray
Evan Narcisse
Giri Nathan
Tamas Neltz
Chris Neveu
Hamilton Nolan
Matthew Novak
Michael Nunez
Brendan O'Connor
Courtenay O'Connor
Michael Orell
Darren Orf
Andrew Orin
Raphael Orlove
Jennifer Ouellette
Alexander Pareene
Andrea Park
Adam Pash
Puja Patel
Christopher Person
Barry Petchesky

Alexandra Philippides
Diego Pineda
Steven Polletta
John Price
Nandita Raghuram
Eric Ravenscraft
Kavitha Reddy
Patrick Redford
Benjamin Regenspan
Shane Roberts
Grace Robertson
Michael Roselli
Joanna Rothkopf
William Sansom
Jordan Sargent
Samuel Scherer
Stephanie Schrader
Jason Schreier
Jillian Schulz
Taryn Schweitzer
Thomas Scocca
Eleanor Shechet
Julianne Shepherd
Hunter Slaton
Elisa Solinas
Ethan Sommer
Casey Speer
Zoe Stahl
Nicholas Stango
Judith Steinbach
Madeleine Stone
Kelly Stout
Richard Sundue
Margaret Taormina
Jia Tolentino
Jason Torchinsky
Stephen Totilo
David Tracy
Katharine Trendacosta
Joseph Trotter
William Turton
Kerrie Uthoff
Christopher Vespoli
Alissa Walker
Angela Wang
Jamie Weber

Anastasia Weeks
Allison Wentz
Samuel Woolley
András Szatmári
Attila Kocsis
Balázs Kéki
Balázs Pócze
Dmitry Lambrianov
Gábor Kacsik
Gáspár Körtesi
György Bokros
Ildikó Kriston
István Bodnár
János Hardi
László Heves
Levente Molnár
Linda Bucsánszki
Luca Németh
Márton Borlay
Mikhail Mitrofanov
Olivér Kovács
Péter Szász
Ramóna Udvardi
Szabolcs Vida
Szilvia Németh
Zoltán Balázs
Zoltán Kalmár
George Dvorsky
Luke Plunkett
Brian Ashcraft
Andrew Liszewski
Jamie Condliffe
Chris Mills
James Whitbrook
David Nield
Kathryn Jezer-Morton
Madeleine Collier
Fruzsina Kuhari
Robert Stokes
Adam Kovac
Jared "Jay Allen" Goodwin
Anthony Dejolde
Carlos Rebato
Carlos Hierro
Matias Martinez
Eduardo Marin

Miguel Redondo
Zolani Stewart
Reshma Bhai
Manisha Aggarwal
Lindsay Handmer
Daniel Strudwick
Eva Jurczyk
Mihir Patkar
Toshihisa Nakamura
Kirsten O'Regan
Alexandra Nursall
Nicholas Cameron
Ralph Jones
Elizabeth Edgar
Rawiya Elkhadir
Ian Dransfield
Stefan Janke
Mark Wilson
Sniff Petrol Limited
James Fell
Peter Ryan
Manuel Mendez Perez
Angel Jiminez
Jacob Rose
Bram Gieben
Eva Holland
Nathan Thompson
Priya Elias
Scaachi Koul
Helen Appleyard
Omar Karduodi Segarra
Cara Ellison
Estelle Tang
Anupa Mistry
Brodie Lancaster
Jess Shanahan
Jesus Diaz
Herbert Lui (Wonder Shuttle Media, Inc)
Graham Ruthven
Stacy May Fowles
Andrew Gibney
Daniel Harris
Alex Hess
Chris Koentges
Kevin O'Brien
Achal Prabhala

David Sommer
Monica Heisey
Sara Mcculloch
Jakob Wenngren
Alex Bejerstrand
Halmar Sveinbjornsson
Amit Reut
Rosa Gregori
Sarah Moroz
Jason Richards
Ravi Somaiya
Reut Amit
Michael "Massoud" Martin
Fariha Roisin
William Herkewitz
Lev Hellebust (Bratishenko)
Pranav Dixit
Danny Allen
Karan Atul Shah
James Baker
Gary Cutlack
Adelaide Dugdale
Katherine Hannaford
Brian Hogg
Andrew James
Chris Mcveigh
Apoorva Prasad
Michelle Tofi
Yareniz Saavedra Padilla
Carlos Risco
Elias Notario Perez
Eric Tecayehuatl
Robert Boffard
Guy Combs
Joel Meadows
Chris Harris
Guy Porepp
Anthony Mark Dewhurst
Peter Orosz
Ryan Pierce
Neill Watson
George Williams
Chris Harris
Natasha Chenier
Esther Sassaman
Luke Malone

Mikhail Mitrofanov
Leo Wichtowski
Kevin Mahon
Simon Parkin
Quintin Smith
Kathleen Williams
Ollie Barder
Simon Mapp
Andrew Mcmillen
David Veselka

Kevin Mahon
David Gilson
Mark O'Neill
Spanner Spencer
Tom Cassell
Kenneth Gibson
Clare Kane
Zolani Stewart
Josephine Huetlin

Official Committee of Unsecured Creditors

Terry Gene Bollea
Shiva Ayyadurai

Ashley A. Terrill

Notice of Appearance Parties as of August 11, 2016

114 Fifth Avenue Owner LLC
204-210 Elizabeth Street LLC
Fastly, Inc.
Morrison Cohen LLP
Silicon Valley Bank
Superdry Wholesale, LLC and Superdry
Retail, LLC
Terry G. Bollea

Terry Gene Bollea
UnitedHealthcare Insurance Company of
New York
Unimerica Life Insurance Company of
New York
US VC Partners, LP
Writers Guild of America East, Inc.
ZDGM LLC

Schedule 2

**Schedule of Searched Parties and/or Certain Related Parties that Akin Gump
Currently Represents, or Has in the Past Represented, in Matters
Unrelated to These Chapter 11 Cases**

Debtors and Trade Names

Akin Gump has in the past represented (but does not currently represent) Gawker Media LLC and/or certain related parties on matters wholly unrelated to the Debtors' chapter 11 cases.

Current and Recent Former Directors and Officers

Akin Gump has not represented any of these individuals.

Potential Contract Counterparties

Akin Gump has in the past represented and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

AIG	Google Inc.
Amazon Services, LLC	Perfect World Entertainment
Amazon Web Services, Inc.	WeWork
Amazon.com, Inc.	WeWork LA LLC
DoubleClick	

Akin Gump has in the past represented the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

Adtech US, Inc.	Cook, John*
AOL Advertising Inc.	Federal Insurance Company
Colliers International	Terra Networks Brasil S.A.
Colliers International Kft.	TGT*
Colliers Nemzetközi Ingatlanüzemeltető és	

Kezelő Kft.

Insurers

Akin Gump has in the past represented and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

AIG Europe Limited	Hartford Casualty Insurance Company
--------------------	-------------------------------------

Akin Gump has in the past represented the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

Federal Insurance Company
National Union Fire Insurance Co. of
Pittsburgh PA

United Healthcare Insurance Company

Other Interested Parties

Akin Gump has in the past represented and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

Cerberus Business Finance LLC

Houlihan Lokey, Inc.

Akin Gump has in the past represented the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

Latham & Watkins

Schulte Roth & Zabel LLP

Landlords

Akin Gump has not represented these companies.

Litigants

Akin Gump has not represented any of these individuals or companies.

Professionals

Akin Gump has in the past represented the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

Cahill Gordon & Reindel LLP
Maples & Calder

Proskauer Rose LLP
Ropes & Gray LLP

Shareholders

Akin Gump has in the past represented the following individuals on matters wholly unrelated to the Debtors' chapter 11 cases:

Cook, John*

Price, John*

Significant Customers

Akin Gump has in the past represented and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

Amazon
Amazon Commerce Revenue

Google (BizDev)
HTC Blinkfeed

Akin Gump has in the past represented the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

20th Century Fox	IBM
AOL One	Nokia
Cisco	Randomhouse
General Mills	

Significant Unsecured Creditors

Akin Gump has in the past represented and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

Google, Inc. (Analytics)	Merrill Communications, LLC
Google, Inc. (DoubleClick)	The Hartford

Akin Gump has in the past represented the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

ADP Workforce Now	Associated Press
AOL Advertising	

Significant Vendors

Akin Gump has in the past represented and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

AMEX Corporate GM	Houlihan Lokey
Cerberus Capital Management LP	Voya Financial 401K
Fidelity 401k	

Akin Gump has in the past represented the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

ADP PayEx	
Apple Inc.	Robert Half
Cahill Gordon & Reindel LLP	Ropes & Gray LLP
Maples & Calder (GM LLC)	

Taxing Authorities

Akin Gump has not represented any of these entities.

U.S. Trustee and Key Court Personnel for the Southern District of New York

Akin Gump has not represented any of these individuals.

Utilities

Akin Gump has not represented any of these companies.

Employees and Independent Contractors

Akin Gump has in the past represented the following individuals on matters wholly unrelated to the Debtors' chapter 11 cases:

Cook, John*

Williams, George*

James, Andrew*

Price, John*

Official Committee of Unsecured Creditors

Akin Gump has not represented any of these individuals.

Notice of Appearance Parties as of August 11, 2016

Akin Gump has in the past represented the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

Unimerica Life Insurance Company of
New York

UnitedHealthcare Insurance Company of
New York

- * Due to commonality of names of the individuals and entities marked in this schedule with an asterisk (*), Akin Gump was unable to determine whether such individuals or entities are in fact parties whom Akin Gump currently represents, and/or has in the past represented, in matters unrelated to these chapter 11 cases. However, Akin Gump has included such individuals and entities in this schedule in an abundance of caution.

Exhibit C
Holden Declaration

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	:	
	:	
In re	:	Chapter 11
	:	
Gawker Media LLC, <i>et al.</i> , ¹	:	Case No. 16-11700 (SMB)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

**DECLARATION OF WILLIAM D. HOLDEN IN SUPPORT OF
DEBTORS' APPLICATION PURSUANT TO SECTIONS 327(e), 328(a), AND 330
OF THE BANKRUPTCY CODE, BANKRUPTCY RULES 2014 AND 2016 AND
LOCAL RULES 2014-1 AND 2016-1 FOR ENTRY OF AN ORDER AUTHORIZING
THE RETENTION AND EMPLOYMENT OF AKIN GUMP STRAUSS HAUER & FELD
LLP AS SPECIAL COUNSEL TO THE SPECIAL COMMITTEE OF THE BOARD OF
GAWKER MEDIA GROUP, INC., EFFECTIVE NUNC PRO TUNC TO AUGUST 3, 2016**

I, William D. Holden, being duly sworn, hereby declare as follows:

1. I am the Chief Restructuring Officer of Gawker Media LLC ("Gawker Media"), located at 114 Fifth Avenue, 2nd Floor, New York, New York 10014.

2. I submit this declaration (this "Declaration") in support of the application (the "Application")² of the Debtors for an order, pursuant to Bankruptcy Code sections 327(e), 328(a), and 330, Bankruptcy Rules 2014(a) and 2016, and Local Rules 2014-1 and 2016-1 authorizing the employment of Akin Gump as special counsel to the Special Committee of the Board, effective *nunc pro tunc* to August 3, 2016. The facts set forth herein are based on my personal knowledge or information provided to me by the Debtors' management, the Board, and other professionals.

¹ The last four digits of the taxpayer identification number of the debtors are: Gawker Media LLC (0492); Gawker Media Group, Inc. (3231); and Kinja Kft. (5056). The offices of Gawker Media LLC and Gawker Media Group, Inc. are located at 114 Fifth Avenue, 2d Floor, New York, NY 10011. Kinja Kft.'s offices are located at Andrassy ut 66. 1062 Budapest, Hungary.

² Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to such terms in the Application.

The Selection of Akin Gump for the Special Committee

3. Akin Gump is proposed to serve as special counsel to the Special Committee, responsible for the matters described in the Application. The Special Committee in its sole discretion selected Akin Gump as counsel.

4. The Debtors believe that the engagement of Akin Gump on behalf of the Special Committee will provide a significant benefit to the Debtors and their estates by providing the Special Committee with counsel to address the Potentially Interested Matters to the extent the Special Committee deems necessary. In addition to Akin Gump's internationally respected transactional, litigation and restructuring practices, the attorneys at Akin Gump who will work on this matter have extensive involvement in risk management, first amendment, and appellate matters. I believe that Akin Gump will bring these skills to bear in this engagement. In addition, the Special Committee wanted separate and independent counsel to guide it in connection with the Potentially Interested Matters. Accordingly, I believe that the Debtors' estates and creditors will benefit from Akin Gump's knowledge and expertise in its representation of the Special Committee.

5. In addition, under the contemplated engagement, Akin Gump will charge only those actual and necessary expenses, for which it bills its clients, incurred in connection with the rendering of legal services described in the Application, by category and nature of services rendered.

Rate Structure

6. Mr. Tillman will be responsible for monitoring the services provided by Akin Gump. He will be responsible for reviewing the invoices regularly submitted by Akin Gump.

Cost Supervision

7. The Debtors and Akin Gump are working on a prospective budget for the period from August 3, 2016 through October 31, 2016. The Debtors further recognize that it is their responsibility to monitor closely the billing practices of their counsel to ensure the fees and expenses paid by the estate remain consistent with the Debtors' expectations and the exigencies of these chapter 11 cases. The Debtors will continue to review the invoices that Akin Gump submits, and together with Akin Gump, amend the budget periodically as may be appropriate. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: August 31, 2016



William D. Holden